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and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

_____	)	
In re:	)	Chapter 11
	)	
GSC GROUP, INC., <u>et al.</u> , <sup>1</sup>	)	Case No. 10-14653 (AJG)
	)	
Debtors.	)	(Jointly Administered)
_____	)	

**NOTICE OF REVISED BIDDING PROCEDURES ORDER**

**PLEASE TAKE NOTICE** that on August 31, 2010, GSC Group, Inc. (“GSC Group”) and certain of its direct or indirect subsidiaries and affiliates (collectively, the “Debtors”), each filed a voluntary petition for relief under title 11 of the United States Code 11 U.S.C. §§ 101-1532 (the “Bankruptcy Code”) with the clerk of the United States Bankruptcy Court for the Southern District of New York. The Debtors are continuing to operate their

<sup>1</sup> The Debtors along with the last four digits of each Debtor’s federal tax identification number are GSC Group, Inc. (6382), GSCP, LLC (6520), GSC Active Partners, Inc. (4896), GSCP (NJ), Inc. (3944), GSCP (NJ) Holdings, L.P. (0940), GSCP (NJ), L.P. (0785), and GSC Secondary Interest Fund, LLC (6477).

business and manage their affairs as debtors and debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

**PLEASE TAKE FURTHER NOTICE** that, on September 2, 2010, the Debtors filed the Debtors' Motion For Entry Of (I) An Order Approving (A) Bidding Procedures, (B) Form and Manner Of Notice of Sale, and (C) Procedures for Determining Cure Amounts, and (II) An Order Authorizing (A) Sale of Assets Free and Clear of All Liens, Claims, Encumbrances, and Other Interests, and (B) Assumption and Assignment of Executory Contracts to the Successful Bidder(s) [Doc. No. 24] (the "Sale Motion").

**PLEASE TAKE FURTHER NOTICE** that the Debtors have revised Exhibits A, B, C and D to the Sale Motion. Attached hereto as (a) Exhibit A is a revised (clean and blackline) version of the Bidding Procedures Order, (b) Exhibit B is a revised (clean and blackline) version of the Bidding Procedures, (c) Exhibit C is a revised (clean and blackline) version of Assumption and Cure Notice and (d) Exhibit D is a revised (clean and blackline) version of the Sale Notice.<sup>2</sup>

**PLEASE TAKE FURTHER NOTICE** that copies of this Notice are posted on the Court's electronic case management website at <http://ecf.nysb.uscourts.gov> and the Debtors' claims agent's website at <http://dm.epiq11.com/GSCGroup>.

*[Remainder of page left blank intentionally]*

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<sup>2</sup> The blackline copies are marked to reflect changes made to the versions filed on September 2, 2010 [Docket No. 24].

Dated: September 14, 2010  
New York, New York

Respectfully submitted,  
**GSC GROUP, INC., ET AL.,**

KAYE SCHOLER LLP

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